



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

January 30, 2019

Frances S. Chang  
Pacific Gas and Electric Company  
corporatesecretary@pge.com

Re: Pacific Gas and Electric Company

Dear Ms. Chang:

This letter is in regard to your correspondence dated January 29, 2019 concerning the shareholder proposal (the "Proposal") submitted to Pacific Gas and Electric Company (the "Company") by Jing Zhao (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its January 15, 2019 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Kasey L. Robinson  
Special Counsel

cc: Jing Zhao \*\*\*



**Pacific Gas and  
Electric Company**

**Frances S. Chang**  
Chief Counsel

77 Beale Street, B30A  
San Francisco, CA 94105

*Mailing Address:*  
P.O. Box 7442  
San Francisco, CA 94120  
  
415.973.3306  
Fax: 415.973.5520  
Email: frances.chang@pge.com

January 29, 2019

Via E-Mail to [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, D.C. 20549

Re: Pacific Gas and Electric Company  
Withdrawal of No-Action Request Dated January 15, 2019 Regarding  
Request to Omit Shareholder Proposal of Jing Zhao

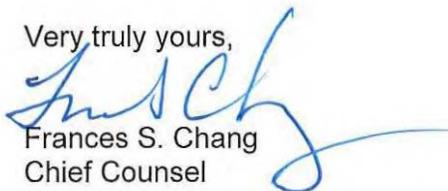
Ladies and Gentlemen:

We refer to our letter, dated January 15, 2019 (the "No-Action Request"), pursuant to which we requested that the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission concur with our view that Pacific Gas and Electric Company (the "Company") may exclude the shareholder proposal and supporting statement (the "Proposal") submitted by Jing Zhao from its proxy statement and form of proxy for the Company's 2019 Annual Meeting of Shareholders.

Attached as Exhibit A is a communication sent by the Proponent, formally withdrawing the Proposal. Because the Proposal has been withdrawn, the Company hereby withdraws its No- Action Request and asks that the Staff give no further consideration to this matter. A copy of this letter is being sent simultaneously to the Proponent as notification of the Company's withdrawal of the No-Action Request.

Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact me (415-973-3306; [CorporateSecretary@pge.com](mailto:CorporateSecretary@pge.com)). Thank you for your attention to this matter.

Very truly yours,



Frances S. Chang  
Chief Counsel

\*\*\*

cc: Jing Zhao  
Linda Y.H. Cheng, Pacific Gas and Electric Company

Attachment

\*\*\*

January 18, 2019

Via email [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)  
U.S. Securities and Exchange Commission  
Office of Chief Counsel  
Division of Corporation Finance  
100 F Street, NE  
Washington, DC 20549-2736

Re: Shareholder Proposal to Pacific Gas and Electric Company 2019 Meeting

Ladies and Gentlemen:

Since PG&E Corporation indirectly but formally confirmed my shares, as I stated to Pacific Gas and Electric Company before, there is no need to vote for my same proposal twice, I withdraw my proposal to Pacific Gas and Electric Company's 2019 annual meeting.

The confusion further confirms that PG&E Corporation and Pacific Gas and Electric Company should reform their structures to combine them into one organization under one board and one executive team, as my proposal requested on November 7, 2018, just before the deadly wild fire.

"The division of PG&E Corporation and Pacific Gas and Electric Company is unnecessary for and harmful to public service, and is unethical for two groups of executive officers to award themselves with absurd compensation." (the proposal statement)

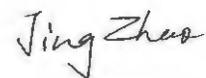
Should you have any questions, please contact me at

\*\*\*

or

\*\*\*

Respectfully,



Jing Zhao

Cc: [Pacific Gas and Electric Company CorporateSecretary@pge.com](mailto:Pacific Gas and Electric Company CorporateSecretary@pge.com)

\*\*\*

January 18, 2019

Via email [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)  
U.S. Securities and Exchange Commission  
Office of Chief Counsel  
Division of Corporation Finance  
100 F Street, NE  
Washington, DC 20549-2736

*Re: Shareholder Proposal to Pacific Gas and Electric Company 2019 Meeting*

Ladies and Gentlemen:

Since PG&E Corporation indirectly but formally confirmed my shares, as I stated to Pacific Gas and Electric Company before, there is no need to vote for my same proposal twice, I withdraw my proposal to Pacific Gas and Electric Company's 2019 annual meeting.

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"The division of PG&E Corporation and Pacific Gas and Electric Company is unnecessary for and harmful to public service, and is unethical for two groups of executive officers to award themselves with absurd compensation." (the proposal statement)

\*\*\*

Should you have any questions, please contact me at

\*\*\*

or

Respectfully,



Jing Zhao

Cc: [Pacific Gas and Electric Company CorporateSecretary@pge.com](mailto:Pacific Gas and Electric Company CorporateSecretary@pge.com)



Frances S. Chang  
Chief Counsel

77 Beale Street, B30A  
San Francisco, CA 94105

*Mailing Address:*  
P.O. Box 7442  
San Francisco, CA 94120  
415.973.3306  
Fax: 415.973.5520  
Email: frances.chang@pge.com

January 15, 2019

VIA E-MAIL

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: Pacific Gas and Electric Company  
Notice of Intent to Omit from the 2019 Proxy Materials a Shareholder Proposal from Jing Zhao (the Proponent) pursuant to Rule 14a-8 of the Exchange Act

Ladies and Gentlemen:

Pacific Gas and Electric Company, a California corporation (the Company), submits this letter under Rule 14a-8 (j) under the Securities Exchange Act of 1934, as amended (the Exchange Act), to notify the U.S. Securities and Exchange Commission (the Commission) of the Company's intent to exclude a shareholder's proposal (with the supporting statement, the Proposal) from the proxy materials submitted to Company shareholders for vote at the Company's 2019 Annual Meeting of Shareholders (the 2019 Proxy Materials)<sup>1</sup> pursuant to the following basis for exclusion under Rule 14a-8:

- Rule 14a-8(2)(i) and Rule 14a-8(f) because the Proponent has not provided the necessary proof that he has continuously held the required number of shares of the Company's securities for one year prior to submission of the Proposal and does not satisfy the minimum shareholder ownership requirements specified in the rule.

The Proposal was submitted by Mr. Jing Zhao on November 7, 2018. The Company asks that the staff of the Division of Corporation Finance of the Commission (the Staff) confirm that it will not recommend to the Commission that any enforcement action be taken if the Company excludes the Proposal from its 2019 Proxy Materials as described below.

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<sup>1</sup> The Company and its parent, PG&E Corporation, prepare joint proxy materials that are provided to shareholders of both entities. This No-Action Letter request pertains only to the portion of the joint proxy materials that are submitted for vote by the Company's shareholders, and the term "2019 Proxy Materials" for these purposes does not refer to any portions of the joint proxy statement that are intended to be submitted for vote by PG&E Corporation shareholders.

In accordance with Rule 14a-8(j), a copy of this letter and its attachments are being provided to Mr. Zhao.<sup>2</sup> The letter informs the Proponent of the Company's intention to omit the Proposal from its 2019 Proxy Materials. Pursuant to Rule 14a-8(j), this letter is being submitted not less than 80 calendar days before the Company intends to file its definitive 2019 Proxy Materials with the Commission.

## **BASIS FOR EXCLUSION**

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because Mr. Zhao is not a shareholder of the Company, and has not provided the requisite proof of his continuous ownership of sufficient Company securities that are eligible to vote on the Proposal at the Company's 2019 Annual Meeting.

## **BACKGROUND: THE PROPOSAL AND RELATED CORRESPONDENCE**

The Proposal recommends reforming the Company's structure to combine with its corporate parent, PG&E Corporation, such that there is only one board and one executive team for the two entities. Mr. Zhao's submission was accompanied by a statement of his intent to continuously hold his shares until the 2019 annual meetings, as well as a letter from Veronica Tucker-Bernard at TD Ameritrade (the Broker Letter), confirming Mr. Zhao's continuous holding of 65 shares of "Pacific Gas & Elec Co Com (PCG)" from October 16, 2017 through the date of the letter.

The Company's publicly traded stock includes several series of preferred stock. All of the Company's common stock is held by its parent, PG&E Corporation, and is not publicly traded.

The Broker Letter was provided by a confirmed DTSC Participant, but the letter did not indicate which series of Company preferred stock was held by Mr. Zhao. Given that each series of Company preferred stock has a slightly different market price, the Company could not confirm whether Mr. Zhao held the requisite number of Company shares.

Mr. Zhao also had submitted a substantively identical Rule 14a-8 proposal to the Company's parent, PG&E Corporation, on November 5, 2018. That proposal also was accompanied by a letter from a representative of TD Ameritrade, confirming Mr. Zhao's continuous ownership of "65 shares of PG&E Corporation (PCG) since October 16, 2017."

The Company was concerned that (1) it could not confirm the relevant share price for assessing whether Mr. Zhao held the requisite number of securities of Company preferred stock, and (2) that Mr. Zhao may have been relying on his **PG&E Corporation common stock** holdings to submit a proposal to the Company, and may in fact have held **no Company preferred stock**.

The Company and Mr. Zhao engaged in the following correspondence, copies of which are provided in Exhibit A:

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<sup>2</sup> Because this request is being submitted electronically, the Company is not submitting six copies of the request, as otherwise specified in Rule 14a-8(j).

DATE	SENDER	CONTENT
November 7, 2018	Proponent (Jing Zhao)	E-mail message transmitting the Proposal and the Broker Letter.
November 9, 2018	Company (Ellen Conti)	E-mail message acknowledging receipt of Proposal.
November 16, 2018	Company (Ellen Conti)	E-mail message requesting clarification regarding the securities referenced in the Broker Letter.
November 19, 2018	Proponent (Jing Zhao)	E-mail message indicating, among other things, that Mr. Zhao did not know whether his shares are preferred or common.
November 20, 2018	Company (Ellen Conti)	E-mail message recommending that Mr. Zhao ask his broker for the CUSIP number and the series of his Company shares.
November 20, 2018	Company (Linda Cheng)	Letter (transmitted by e-mail and UPS) sent within the 14-day deadline set forth in Rule 14a-8, explaining that the Broker Letter did not contain sufficient information for the Company to determine whether Mr. Zhao held sufficient shares of the Company to be qualified to submit a Rule 14a-8 shareholder proposal to the Company. The letter requested that Mr. Zhao obtain a follow-up letter from his broker, indicating exactly which series of Company preferred shares were held in his account, and recommended obtaining the CUSIP number.

DATE	SENDER	CONTENT
November 21, 2018	Proponent (Jing Zhao)	E-mail message transmitting an e-mail message from a representative of TD Ameritrade, setting forth the relevant CUSIP number and indicating that it pertains to "common stock for Pacific Gas."
November 25, 2018	Proponent (Jing Zhao)	E-mail message transmitting a letter response to the Company's November 20, 2018 letter, reiterating that his shares are common stock, providing the relevant CUSIP number, and indicating that he will withdraw the Proposal if shareholders are permitted to vote on the substantially similar proposal that Mr. Zhao submitted to PG&E Corporation on November 5, 2018.

The CUSIP number provided by Mr. Zhao and TD Ameritrade does not relate to the publicly traded preferred stock of the Company. Instead, it relates to publicly traded common stock of the Company's parent, PG&E Corporation. As noted in the above summary, both Mr. Zhao and the Company have concluded that Mr. Zhao owns common stock, which also indicates that he is a shareholder of PG&E Corporation, and not of the Company.

Mr. Zhao has offered to withdraw his Proposal from the Company only if PG&E Corporation agrees to include a similar proposal in its proxy materials. PG&E Corporation, as a separate entity, is independently reviewing Mr. Zhao's November 5, 2018 submission, and as such, has not agreed to include that proposal in the PG&E Corporation 2019 proxy materials.

## ANALYSIS

### **The Proposal May Be Excluded Under Rule 14a-8(b) and Rule 14a-8(f)(1) Because Mr. Zhao Is Not a Shareholder of the Company and Is Therefore Ineligible to Submit a Proposal.**

The Company believes that it may exclude the Proposal from its 2019 Proxy Materials because Mr. Zhao is not a shareholder of the Company.

Rule 14a-8(b)(1) provides, in part, that "[i]n order to be eligible to submit a proposal, [a shareholder] must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date [the shareholder] submit[s] the proposal." If the shareholder is not the registered holder, the shareholder "is responsible for proving his or her eligibility to submit a proposal to the company" which the shareholder may do pursuant to Rule 14a-8(b)(2)(i) by submitting a written statement

from the record holder of the securities verifying that the stockholder has owned the requisite amount of securities continuously for one year as of the date the shareholder submit the proposal. See Staff Legal Bulletin No. 14 (July 13, 2001). Rule 14a-8(f)(1) permits a company to exclude a shareholder proposal from the company's proxy materials if a shareholder proponent fails to comply with the eligibility or procedural requirements under Rule 14a-8, including Rule 14a-8(b), provided that the company has timely notified the proponent of any eligibility or procedural deficiencies and the proponent has failed to correct such deficiencies within 14 days of receipt of such notice.

The Staff consistently has concurred in exclusion of proposals where proponents have not been a shareholder of the company or failed to include proof of beneficial ownership of the requisite number of company shares for the required period and have failed, following a timely and proper request by the company (unless such deficiency cannot be remedied), to provide evidence of eligibility under Rule 14a-8(b) and Rule 14a-8(f)(1) within 14 calendar days of receiving notice of the deficiency.

More specifically, the Staff has recently concurred with exclusion of a Rule 14a-8 proposal where the proponent was not, and confirmed that he was not, a shareholder of the issuer that received the proposal. (NAL, *Investors Bancorp, Inc.*, available March 15, 2017) (shareholder stated that he did not own shares of issuer common stock either as a record holder or through a record holder, and Staff concurred that the proponent's proposal could be omitted because he "does not satisfy the minimum ownership requirement for the one-year period specified in rule 14a-8(b)").

Following receipt of a timely deficiency notice from the Company, Mr. Zhao has agreed that he does not own Company shares. He has not, however, offered to withdraw the Proposal based on this ineligibility.

Because he is not eligible to submit a proposal to the Company pursuant to Rule 14a-8, the Company believes that it may exclude the Proposal from the 2019 Proxy Materials.

## CONCLUSION

Based upon the foregoing analysis of rules and prior no-action letters, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2019 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1).

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to [CorporateSecretary@pge.com](mailto:CorporateSecretary@pge.com). If I can be of any further assistance in this matter, please do not hesitate to call me at (415) 973-3306.

Sincerely,

  
Frances S. Chang  
Chief Counsel

cc: Jing Zhao  
Linda Y.H. Cheng, Pacific Gas and Electric Company

Conti, Ellen

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**From:** JING ZHAO \*\*\*  
**Sent:** Wednesday, November 07, 2018 9:21 AM  
**To:** Corporate Secretary  
**Subject:** Re: Shareholder Proposal to 2019 Annual Meetings  
**Attachments:** pge\_proposal\_2019\_2.pdf; 6640-signed.pdf

\*\*\*\*\*CAUTION: This email was sent from an EXTERNAL source. Think before clicking links or opening attachments.\*\*\*\*\*

Attached please find my second proposal with share letter.  
Regards,

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

On Mon, Nov 5, 2018 at 11:32 PM JING ZHAO <\*\*\*> wrote:  
Attached please find my proposal with share letter.  
Regards,

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

\*\*\*

November 7, 2018

(via E-Mail: [CorporateSecretary@pge.com](mailto:CorporateSecretary@pge.com), Fax: 415-973-8719 and post mail)

Office of the Corporate Secretary

PG&E Corporation/Pacific Gas and Electric Company

P.O. Box 770000

San Francisco, California 94177

Re: Shareholder Proposal to 2019 Annual Meetings

Dear Secretary:

Enclosed please find my shareholder proposal for inclusion in Pacific Gas and Electric Company's proxy materials for the 2019 annual meetings and a letter confirming my Pacific Gas and Electric Company shares. I will continuously hold these shares until the 2019 annual meetings.

Should you have any questions, please contact me at

\*\*\*

\*\*\*

or

Yours truly,



Jing Zhao

Enclosure: Shareholder proposal

Letter of shares

## **Shareholder Proposal on Company Structure Reform**

Resolved: shareholders recommend that Pacific Gas and Electric Company reform the Company's structure to combine with PG&E Corporation into one organization under one board and one executive team, under applicable law and regulation rules.

### **Supporting Statement**

According to Joint Notice of 2018 Annual Meetings Joint Proxy Statement of PG&E Corporation and Pacific Gas and Electric Company summary compensation table (p.61), PG&E Corporation's CEO and President Ms. Williams took \$8,597,220, Pacific Gas and Electric Company's President and COO Mr. Stavropoulos took \$6,413,256, and PG&E Corporation's Executive Chair of the Board Mr. Earley took \$6,012,329 (with early retirement before the end of 2017), totaling \$21,022,805 in 2017 when California residents suffered devastating lose and lives from wild fires and other natural and unnatural causes! Mr. Earley also took \$11,730,646 in 2016 and \$12,198,394 in 2015. Californians cannot afford to award three bosses for one and same poor public utilities service at the same time with such an absurd high compensation.

Furthermore, according to the Wall Street Journal "Better Ways to Measure Your Boss's Pay" (July 4, 2017): "Summary compensation tables massively understate what executives earn and don't tell investors what they need to know." "In 2015—the last year for which full data is available—the average pay of the 500 highest-paid U.S. executives was \$17.1 million according to fair-value estimates, but \$32.6 million according to realized pay."

The division of PG&E Corporation and Pacific Gas and Electric Company is unnecessary for and harmful to public service, and is unethical for two groups of executive officers to award themselves with absurd compensation. There is no such a "joint venture" of public service in other advanced democratic societies.



November 7, 2018

Jing Zhao \*\*\*

Re: Your TD Ameritrade account ending in \*\*\*

Dear Jing Zhao,

Thank you for allowing me to assist you today. As you requested, this letter serves as confirmation that you have continuously held 65 shares of Pacific Gas & Elec Co Com (PCG) in the above referenced TD Ameritrade account since October 16, 2017, until today.

If we can be of any further assistance, please let us know. Just log in to your account and go to Client Services > Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

A handwritten signature in black ink that reads 'Veronica Tucker-Bernard'.

Veronica Tucker-Bernard  
Resource Specialist  
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

TD Ameritrade, Inc., member FINRA/SIPC ([www.finra.org](http://www.finra.org), [www.sipc.org](http://www.sipc.org)). TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank. © 2015 TD Ameritrade IP Company, Inc. All rights reserved. Used with permission

**Conti, Ellen**

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**From:** Corporate Secretary  
**Sent:** Friday, November 09, 2018 4:06 PM  
**To:** JING ZHAO  
**Subject:** RE: Shareholder Proposal to 2019 Annual Meetings

Good afternoon Mr. Zhao,

We acknowledge receipt of your shareholder proposal. A formal response from Linda Y.H. Cheng, Vice President, Corporate Governance and Corporate Secretary, Pacific Gas and Electric Company, will be sent within the next couple of days.

Regards,

J. Ellen Conti  
Manager – Corporate Secretary Operations  
Office of the Corporate Secretary  
Pacific Gas and Electric Company  
(415) 973-8200

**From:** JING ZHAO \*\*\*  
**Sent:** Wednesday, November 07, 2018 9:21 AM  
**To:** Corporate Secretary <CorporateSecretary@pge.com>  
**Subject:** Re: Shareholder Proposal to 2019 Annual Meetings

**\*\*\*\*\*CAUTION: This email was sent from an EXTERNAL source. Think before clicking links or opening attachments.\*\*\*\*\***

Attached please find my second proposal with share letter.  
Regards,

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

On Mon, Nov 5, 2018 at 11:32 PM JING ZHAO <\*\*\*> wrote:

Attached please find my proposal with share letter.  
Regards,

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

## Conti, Ellen

---

**From:** Corporate Secretary  
**Sent:** Friday, November 16, 2018 12:46 PM  
**To:** JING ZHAO  
**Subject:** Shareholder Proposal to 2019 Annual Meetings

Good afternoon Mr. Zhao,

We would like to request clarification regarding your November 7, 2018 proposal that you submitted for inclusion in the Pacific Gas and Electric Company proxy materials for 2019. Could you please:

1. Confirm that the 65 shares of Pacific Gas and Electric Company that you reference in the TD Ameritrade letter you attached, are Pacific Gas and Electric Company preferred shares?
2. If the answer to question 1 is "yes," could you please tell us what series you hold?

This will assist us in preparing a formal response to your letter. Please be advised that we are required by SEC regulations, to send you a formal response no later than Tuesday, November 20<sup>th</sup> if we have certain concerns or questions about your shareholdings.

Thank you very much, we look forward to hearing from you.

J. Ellen Conti  
Manager – Corporate Secretary Operations  
Office of the Corporate Secretary  
Pacific Gas and Electric Company  
(415) 973-8200

**From:** Corporate Secretary  
**Sent:** Friday, November 09, 2018 4:06 PM  
**To:** JING ZHAO  
**Subject:** RE: Shareholder Proposal to 2019 Annual Meetings

Good afternoon Mr. Zhao,

We acknowledge receipt of your shareholder proposal. A formal response from Linda Y.H. Cheng, Vice President, Corporate Governance and Corporate Secretary, Pacific Gas and Electric Company, will be sent within the next couple of days.

Regards,

J. Ellen Conti  
Manager – Corporate Secretary Operations  
Office of the Corporate Secretary  
Pacific Gas and Electric Company  
(415) 973-8200

## Conti, Ellen

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**From:** JING ZHAO . \*\*\*  
**Sent:** Monday, November 19, 2018 11:28 AM  
**To:** Corporate Secretary  
**Subject:** Re: Shareholder Proposal to 2019 Annual Meetings

\*\*\*\*\*CAUTION: This email was sent from an EXTERNAL source. Think before clicking links or opening attachments.\*\*\*\*\*

Dear J. Ellen Conti,

Thank you for your email.

I don't know if they are preferred or common shares. I purchased "PCG" shares through my TD Ameritrade account. I guess TD Ameritrade doesn't know either so they issued me two letters for the same 65 shares. This confirms that there is no need to have two entities for one same business. I purchased more shares on 11/09/2018 and 11/12/2018.

It is fortunate to have more fires soon after I submitted my proposal. I have read some recent media reports regarding PG&E structure reform as well. I have been invited by some companies, such Intel and Microsoft, to improve their corporate governance so I withdrew my proposals.

Best regards,

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

On Fri, Nov 16, 2018 at 12:46 PM Corporate Secretary <[CorporateSecretary@pge.com](mailto:CorporateSecretary@pge.com)> wrote:

Good afternoon Mr. Zhao,

We would like to request clarification regarding your November 7, 2018 proposal that you submitted for inclusion in the Pacific Gas and Electric Company proxy materials for 2019. Could you please:

1. Confirm that the 65 shares of Pacific Gas and Electric Company that you reference in the TD Ameritrade letter you attached, are Pacific Gas and Electric Company preferred shares?
2. If the answer to question 1 is "yes," could you please tell us what series you hold?

**Conti, Ellen**

---

**From:** Corporate Secretary  
**Sent:** Tuesday, November 20, 2018 10:36 AM  
**To:** JING ZHAO  
**Subject:** Shareholder Proposal to 2019 Annual Meetings

Good morning Mr. Zhao,

Thank you for your response.

In order to assess your proposal, we do need to know which Pacific Gas and Electric Company shares are in your account. One way to obtain this information is to ask TD Ameritrade to tell you the CUSIP number and series for the shares described in the November 7, 2018 letter from Veronica Tucker-Bernard.

Please note that we also will be sending you a formal letter requesting this information, and explaining why it is necessary under the SEC rules.

J. Ellen Conti  
Manager – Corporate Secretary Operations  
Office of the Corporate Secretary  
Pacific Gas and Electric Company  
(415) 973-8200

\*\*\*

**From:** JING ZHAO  
**Sent:** Monday, November 19, 2018 2:47 PM  
**To:** Corporate Secretary <CorporateSecretary@pge.com>  
**Subject:** Re: Shareholder Proposal to 2019 Annual Meetings

**\*\*\*\*\*CAUTION: This email was sent from an EXTERNAL source. Think before clicking links or opening attachments.\*\*\*\*\***

Sorry I made a typo in my email this morning:

"It is fortunate" should be "It is unfortunate".

Thank you.

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

On Mon, Nov 19, 2018 at 11:27 AM JING ZHAO

\*\*\*

wrote:

Dear J. Ellen Conti,

**Conti, Ellen**

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**From:** Corporate Secretary  
**Sent:** Tuesday, November 20, 2018 5:30 PM  
**To:** \*\*\*  
**Subject:** Shareholder Proposal  
**Attachments:** Zhao Jing-response to Utility proposal-112018-final.pdf

Mr. Zhao,

Please see the attached letter from Linda Y.H. Cheng in response to the shareholder proposal you submitted to Pacific Gas and Electric Company on November 7, 2018.

Thank you,

Office of the Corporate Secretary  
PG&E Corporation  
415.973.8200

November 20, 2018

VIA E-MAIL \*\*\* and UPS

Mr. Jing Zhao  
\*\*\*

Dear Mr. Zhao:

On November 7, 2018, Pacific Gas and Electric Company (the “**Company**”) received an e-mail from you that attached a letter from you (the “**Proponent**”) dated November 7, 2018 (the “**Initial Letter**”). The Initial Letter requested that the Company include under Rule 14a-8 a shareholder proposal, which requested the Company to combine with PG&E Corporation to form one structure with one board and executive team (the “**Proposal**”), in the Company’s proxy statement for the 2019 Annual Meeting.

The Initial Letter also was accompanied by a letter dated November 7, 2018 from Veronica Tucker-Bernard at TD Ameritrade confirming your continuous ownership of “65 shares of Pacific Gas & Elec Co Com (PCG)” stock during the period of October 16, 2017 through November 7, 2018. It is unclear from Ms. Tucker-Bernard’s letter whether these 65 shares are shares of Pacific Gas and Electric Company preferred stock or PG&E Corporation common stock. Please note that ownership of stock of the Company’s parent, PG&E Corporation, does not serve as a basis for you to submit a Rule 14a-8 shareholder proposal to Pacific Gas and Electric Company. Assuming Ms. Tucker-Bernard’s letter refers to shares of Pacific Gas and Electric Company preferred stock, the letter also does not indicate which series of preferred stock is actually held. Informal e-mail correspondence from you to Ms. J. Ellen Conti (in Pacific Gas and Electric Company’s Office of the Corporate Secretary) on November 19, 2018, did not further clarify which shares you hold.

The purpose of this letter is to notify you of the Defect discussed below and the means to remedy the Defect.

The Securities and Exchange Commission’s (SEC’s) regulations regarding the inclusion of shareholder proposals in a company’s proxy statement are set forth in its Rule 14a-8, a copy of which is attached. Under Rule 14a-8(b)(2), at the time of submitting the Proposal, the Proponent is required to prove eligibility to submit the Proposal to the Company. Under Rule 14a-8(b)(1), the Proponent must have continuously held at least \$2,000 in market value, or 1%, of Pacific Gas and Electric Company’s securities (the “**Requisite Securities**”) entitled to be voted on the Proposal at the 2019 Annual Meeting for at least one year by the date the Proponent submitted the Proposal.

The Company views the Proposal and accompanying letter from TD Ameritrade as submitted on November 7, 2018 as deficient because they do not indicate which series of Pacific Gas and Electric Company preferred shares are held in your account. Because each series of Pacific Gas and Electric

Mr. Jing Zhao  
November 20, 2018  
Page 2

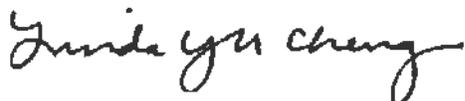
Company preferred stock has a different per-share price, in order to calculate the market value of your holdings and determine whether you hold the Requisite Securities, we must know which series of Pacific Gas and Electric Company preferred stock is held in your account. Therefore, the Company believes that it has not received sufficient proof verifying your beneficial ownership of the Requisite Securities under Rule 14a-8(f) for the required time period. The Company is hereby notifying you of this procedural defect (the “Defect”).

To remedy the Defect and demonstrate that you have continuously held the Requisite Securities entitled to be voted on the Proposal at the 2019 Annual Meeting for the one-year period preceding and including November 7, 2018, please request from TD Ameritrade verification regarding which series of Pacific Gas and Electric Company preferred stock is referred to in Ms. Tucker-Bernard’s November 7, 2018 letter. We highly recommend that the verification include the relevant CUSIP number for the Pacific Gas and Electric Company preferred shares held in your account. (The CUSIP number often can be found on a beneficial owner’s brokerage statement.)

The SEC’s rules require that your response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive the letter. Please address any response to me at 77 Beale Street, 24<sup>th</sup> Floor, Mail Code B24W, San Francisco, CA 94105. Alternatively, you may transmit any response by email to [corporatesecretary@pge.com](mailto:corporatesecretary@pge.com). Please feel free to call me at (415) 973-8200 if you have any questions.

Note that if the requested verification of ownership will come from a party other than TD Ameritrade, then Pacific Gas and Electric Company reserves the right to make additional requests regarding the nature of that verification, in conformance with SEC rules.

Sincerely,



Vice President, Corporate Governance  
and Corporate Secretary

LYHC:jec

Attachment













## Conti, Ellen

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**From:** JING ZHAO <\*\*\*>  
**Sent:** Wednesday, November 21, 2018 9:21 AM  
**To:** Corporate Secretary  
**Subject:** Re: Shareholder Proposal to 2019 Annual Meetings  
**Attachments:** <https://invest.ameritrade.pdf>

\*\*\*\*\*CAUTION: This email was sent from an EXTERNAL source. Think before clicking links or opening attachments.\*\*\*\*\*

Good morning J. Ellen Conti:

Please see the email from TD Ameritrade.

Thank you.

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

On Tue, Nov 20, 2018 at 10:36 AM Corporate Secretary <[CorporateSecretary@pge.com](mailto:CorporateSecretary@pge.com)> wrote:

Good morning Mr. Zhao,

Thank you for your response.

In order to assess your proposal, we do need to know which Pacific Gas and Electric Company shares are in your account. One way to obtain this information is to ask TD Ameritrade to tell you the CUSIP number and series for the shares described in the November 7, 2018 letter from Veronica Tucker-Bernard.

Please note that we also will be sending you a formal letter requesting this information, and explaining why it is necessary under the SEC rules.

J. Ellen Conti  
Manager -- Corporate Secretary Operations  
Office of the Corporate Secretary  
Pacific Gas and Electric Company  
(415) 973-8200

# Message Center

\*\*\*

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From: Message Center Client Services | Date: 11/21/18 9:15 AM **Message available until 11/20/20.**

Good morning Jing Zhao,

Thank you for your response. The CUSIP for Pacific Gas and Electric (PCG) is 69331C108. As for the series, this is the common stock for Pacific Gas.

If you have any additional questions please let us know and we will be happy to assist you.

Kind regards,

Daniel Gibbs  
Client Services, TD Ameritrade  
TD Ameritrade, Inc.

Never Miss the Action. Follow us on Twitter: <https://twitter.com/TDAmeritrade> or <https://twitter.com/thinkorswim>  
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Original Message Excluded:

(KMM101943581V13313L0KM)

**Conti, Ellen**

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**From:** JING ZHAO \*\*\*  
**Sent:** Sunday, November 25, 2018 2:41 PM  
**To:** Corporate Secretary  
**Subject:** Re: Shareholder Proposal to 2019 Annual Meetings  
**Attachments:** pge\_proposal\_2019-20181125.pdf

\*\*\*\*\*CAUTION: This email was sent from an EXTERNAL source. Think before clicking links or opening attachments.\*\*\*\*\*

Dear Ms. Cheng:  
Please see the attached reply to your November 20, 2018 letter.

Thank you.

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

On Wed, Nov 21, 2018 at 9:20 AM JING ZHAO · \*\*\* wrote:  
Good morning J. Ellen Conti:

Please see the email from TD Ameritrade.

Thank you.

Jing Zhao  
US-Japan-China Comparative Policy Research Institute

On Tue, Nov 20, 2018 at 10:36 AM Corporate Secretary <[CorporateSecretary@pge.com](mailto:CorporateSecretary@pge.com)> wrote:

Good morning Mr. Zhao,

Thank you for your response.

In order to assess your proposal, we do need to know which Pacific Gas and Electric Company shares are in your account. One way to obtain this information is to ask TD Ameritrade to tell you the CUSIP number and series for the shares described in the November 7, 2018 letter from Veronica Tucker-Bernard.

November 25, 2018

via email [CorporateSecretary@pge.com](mailto:CorporateSecretary@pge.com)

Linda Y.H. Cheng  
Vice President, Corporate Governance and Corporate Secretary  
PG&E Corporation/Pacific Gas and Electric Company  
77 Beale Street, 24<sup>th</sup> Floor, mail Code B24W  
San Francisco, California 94105  
Phone 415-973-8200

Re: Shareholder Proposal to 2019 Annual Meetings

Dear Ms. Cheng:

I received your November 20, 2018 letter via UPS on November 24, 2018.

I already replied to Ms. J. Ellen Conti on November 21, 2018 that my PCG CUSIP # is 69331C108, and my shares are common stock. I submitted two same proposals because TD Ameritrade and I do not know which company is the right one to vote on my proposal. I agree that one proposal to vote is enough. I can withdraw my November 7, 2017 proposal if my November 5, 2018 proposal is to be voted at the 2019 joint annual meetings. This is another confusion example to confirm that there is no need to have two companies, two boards for the one same public utilities business.

If the boards accept my proposal, there is no need to put my proposal to vote at the joint annual meetings.

Yours truly,



Jing Zhao